

**EXHIBIT A**

**(Ordinary Course Professional Affidavit)**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	:	<b>08-13555 (JMP)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
-----X		

**AFFIDAVIT AND DISCLOSURE STATEMENT OF LEWIS G. FELDMAN,  
ON BEHALF OF GOODWIN PROCTER LLP**

STATE OF CALIFORNIA            )  
  ) ss:  
COUNTY OF LOS ANGELES        )

Lewis G. Feldman, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of Goodwin Procter LLP, located at 601 S. Figueroa Street, Los Angeles, California 90017 (the "Firm").
2. Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors"), have requested that the Firm provide legal services pertaining to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters both unrelated and related to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. In addition, the Firm has performed services in the past and may perform services in the future for parties in interest in these chapter

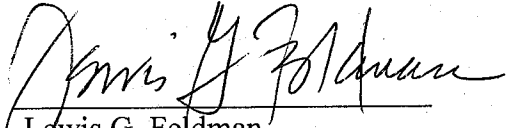
11 cases that may be adverse to the Debtors or their estates;<sup>1</sup> provided, however, that the Firm has not (other than in connection with its past representation of SunCal Companies, Inc. and its affiliates and subsidiaries (collectively, "SunCal"), related to SunCal's ownership of certain properties in California against which one or more of the Debtors may also have held interests or claims, but in no event adverse to the Debtors) and will not perform services for any party in interest with respect to the matters for which the Firm is being retained by the Debtors.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates, other than as set forth in question 7 of the Retention Questionnaire.

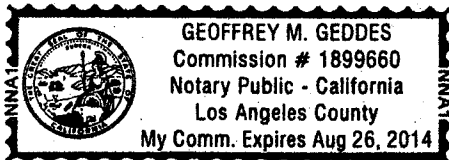
6. The Debtors owe the Firm \$325,262.58 for prepetition services.

By:

  
Lewis G. Feldman

Subscribed and sworn to before me  
this 22 day of June, 2012

  
Notary Public



<sup>1</sup> Attached hereto as Exhibit A is a list of past and present clients of the Firm for which the Firm has performed or is currently performing services that may be adverse to the Debtors or their estates.

**Exhibit A**

	<b>Currently Represent</b>	<b>Formerly Represent</b>
Astral Communications, Inc.		X
Avalonbay Communities, Inc.	X	
Banque Safra-Luxembourg SA	X	
Blackrock Realty Advisors	X	
BNY Mellon	X	
BPP Liquidating Trust		X
Brooks Properties	X	
Cantor Fitzgerald, L.P.	X	
Centerpoint Properties Corp.		X
Centurion Real Estate Partners, LLC	X	
Chittenden Bank		X
Citizens Financial Group, Inc.	X	
Clayton Holdings	X	
Commercial Developments International, Inc.		X
Commonwealth of Massachusetts Division of Insurance	X	
Continental Bank		X
Countrywide Financial Corporation	X	
Dealertrack, Inc.	X	

Fidelity	X	
Five Mile Capital Partners LLC	X	
Gables Residential Trust	X	
Gleacher & Company	X	
GreenTree Servicing LLC	X	
Guggenheim Capital LLC	X	
Highfields Capital Management LP	X	
Ion Trading	X	
Iowa Select Farms, L.P.		X
Goldman Sachs & Co.	X	
Morgan Stanley & Co. Incorporated	X	
Credit Suisse Securities (USA) LLC	X	
UBS Securities LLC	X	
Key Venture Partners	X	
The Laramar Group	X	
NewStar Financial, Inc.	X	
Normandy Real Estate Partners	X	
Olde Prairie Block Holder, LLC		X
Phillips Edison & Company	X	
Progressive Partners, Inc.		X
The Prudential Insurance Company	X	

Rocaton Investment Advisors, LLC	X	
Rockwood Capital LLC	X	
Simmons College	X	
State Street Bank and Trust Company		X
Summit Partners	X	
Swap Financial Group LLC	X	
Swets Blackwell	X	
Think Financial, Inc.	X	
Thompson National Properties	X	
Tronox LLC	X	
Turnes Fischer Maiullari Wisard Corp.	X	
Venor Capital Management LP		X
Edward W. Weld	X	
Wyndham International, Inc.		X
Leggat McCall Properties Holdings LLC	X	
New Capital Crossing	X	
Silverpeak Real Estate Partners	X	

**EXHIBIT B**

**(Retention Questionnaire)**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
-----X

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS  
HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

**DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.**  
**RETURN IT FOR FILING BY THE DEBTORS, TO:**

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Candace Arthur  
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.  
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Goodwin Procter LLP  
601 S. Figueroa Street  
Los Angeles, California 90017  
\_\_\_\_\_

2. Date of retention: December 16, 2011

3. Type of services provided (accounting, legal, etc.):

Legal  
\_\_\_\_\_



4. Brief description of services to be provided:

Analysis of legal issues associated with the public financing of various  
infrastructure pertaining to the SunCal Positions Portfolio.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

Partners: \$625.00-\$1025.00; Associates: \$325.00-\$660.00; Paralegals:  
\$170.00-\$370.00

- (b) Estimated average monthly compensation based on prepetition  
retention (if firm was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$325,262.58

Date claim arose: Prior to September 15, 2008.

Source of Claim: Legal services provided.

7. Prepetition claims against the Debtors held individually by any member,  
associate, or professional employee of the firm:

Name: Kevin Dennis

Status: Pending distribution from bankruptcy court.

Amount of Claim: \$57,000

Date claim arose: September 2008

Source of claim: Purchase of a structured product note.

8. Stock of the Debtors currently held by the firm: NONE

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm: NONE

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

See paragraph 3 of the Affidavit and Disclosure Statement of Lewis G. Feldman  
on behalf of Goodwin Procter LLP filed contemporaneously herewith.

11. Name of individual completing this form:

Lewis G. Feldman